

Form 5471 (Rev. 5-2001)

Page 4

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.		1	9,667.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
	Net Additions	Net Subtractions	
a Capital gains or losses			
b Depreciation and amortization			
c Depletion			
d Investment or incentive allowance			
e Charges to statutory reserves			
f Inventory adjustments			
g Taxes		3,625.	
h Other (attach schedule)	0.	0.	
3 Total net additions	0.		
4 Total net subtractions		3,625.	
5a Current earnings and profits (line 1 plus line 3 minus line 4)			6,042.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			
c Combine lines 5a and 5b			6,042.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)			5,394.
Enter exchange rate used for line 5d ▶			0.8927500

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE HELLAS E.P.E

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-63,354.	13,084.				-50,270.
2a Current year E&P	6,042.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-57,312.	13,084.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-57,312.	13,084.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-57,312.	13,084.	0.	0.	0.	-44,228.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
 (Rev. May 2001)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE HELLAS E.P.E

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Euro 0.8927500

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services			316,909.		
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	316,909.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . .					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE HELLAS E.P.E

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	-1,218	-1,087
INTER CORP. OTHER INCOME	354,882	316,821
	-----	-----
Total	353,664	315,734
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE HELLAS E.P.E

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	3,924	3,503
ADVERTISING	21,469	19,166
GENERAL STATIONARY AND SU	5,822	5,198
TELEPHONE COMMUNICATIONS	55,155	49,240
UTILITIES	2,388	2,132
REPAIRS AND MAINTENANCE	112	100
INSURANCE	1,462	1,305
SERVICE CHARGES	639	570
Total	90,971	81,214

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	-1,475	-5,437
	-----	-----
Total	-1,475	-5,437
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES

GRACE HELLAS E.P.E

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	1,733	1,751
Total	1,733	1,751

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE HELLAS E.P.E

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	916	1,490
	-----	-----
Total	916	1,490
	=====	=====

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GRACE HELLAS E.P.E

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	17	
INCOME TAXES PAYABLE	-22,555	-28,738
ACCRUED CURRENT LIABILITY	17,734	14,693
INDEMNITIES, PENSIONS AND	172,913	183,924
INTER CORPORATE BAL. WITH	916	707
	-----	-----
Total	169,025	170,586
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE HELLAS E.P.E

Statement 7
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	-50,546	-47,954
	-----	-----
Total	-50,546	-47,954
	=====	=====

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Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100.000000 %
Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation W.R. GRACE HONG KONG LIM UNIT 1001-4 10F, AXA CENTRE 151 GLOUCESTER ROAD, WANCHIA, HONG KONG				b Employer identification number, if any	
				c Country under whose laws incorporated HONG KONG	
d Date of incorporation 08/28/65	e Principal place of busn. HONG KONG	f Principal business activity code number 325900	g Principal business activity OTHER CHEMICAL PRODUCTS MFG	h Functional currency Hong Kong Dollar	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different JOHNSON, STOKES AND MASTER PRINCE'S BUILDING, 17th FLOOR 10 CHATER ROAD, HONG KONG	

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	500	500

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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Schedule B	U.S. Shareholders of Foreign Corporation (See the instructions.)
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(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO-CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	500	500	
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.				

Schedule C **Income Statement** (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a Gross receipts or sales	1a 230,470,429.	29,550,918.
	b Returns and allowances	1b 3,502,151.	449,046.
	c Subtract line 1b from line 1a	1c 226,968,278.	29,101,872.
	2 Cost of goods sold	2 185,601,727.	23,797,855.
	3 Gross profit (subtract line 2 from line 1c).	3 41,366,551.	5,304,017.
	4 Dividends	4 3,971,224.	509,190.
	5 Interest	5 392,722.	50,355.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE. STATEMENT. 1	8 138,748.	17,790.	
9 Total income (add lines 3 through 8).	9 45,869,245.	5,881,352.	
D E D U C T I O N S	10 Compensation not deducted elsewhere	10 14,095,081.	1,807,271.
	11 Rents, royalties, and license fees	11 8,422,444.	1,079,926.
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13 1,170,550.	150,088.
	14 Depletion.	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 31,431.	4,030.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16 16,665,616.	2,136,865.
	17 Total deductions (add lines 10 through 16).	17 40,385,122.	5,178,180.
N E T I N C O M E	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 5,484,123.	703,172.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 -1,375,479.	-176,364.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20).	21 6,859,602.	879,536.

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W.R. GRACE HONG KONG LIMIT

65-0773649

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 HONG KONG			0.
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		771,006.	3,040,017.
2a Trade notes and accounts receivable		5,106,098.	4,264,655.
b Less allowance for bad debts		(9,216.)	(9,134.)
3 Inventories		1,159,432.	1,192,478.
4 Other current assets (attach schedule)	SEE STATEMENT 3	41,188.	36,341.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	1,154,122.	1,132,349.
8a Buildings and other depreciable assets		2,161,256.	2,249,208.
b Less accumulated depreciation		(1,423,298.)	(1,565,771.)
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)	SEE STATEMENT 5	27,340.	9,894.
13 Total assets		8,987,928.	10,350,037.
Liabilities and Stockholders' Equity			
14 Accounts payable		433,959.	331,463.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	607,183.	1,576,004.
16 Loans from stockholders and other related persons		355,339.	
17 Other liabilities (attach schedule)	SEE STATEMENT 7	66,475.	35,505.
18 Capital stock:			
a Preferred stock			
b Common stock		6,411.	6,413.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		7,518,561.	8,400,652.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		8,987,928.	10,350,037.

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W.R. GRACE HONG KONG LIMIT

65-0773649

Form 5471 (Rev. 5-2001)

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Schedule G Other Information

- Yes No
- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ ☒
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ ☒
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ ☒
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	6,859,602.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		1,375,479.
h	Other (attach schedule)	1.	0.
3	Total net additions	1.	
4	Total net subtractions		1,375,479.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	5,484,124.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	5,484,124.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	703,174.
Enter exchange rate used for line 5d ▶		0.1282200	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	509,230.
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	509,230.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Yes No
- Was any income of the foreign corporation blocked? ☐ ☒
- Did any such income become unblocked during the tax year (see section 984(b))? ☐ ☒

If the answer to either question is "Yes," attach an explanation.

000769 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471 W. R. GRACE & CO. & SUBSIDIARIES	Identifying number 65-0773649
------------------------------------------------------------------------------------	-----------------------------------------

Name of foreign corporation W.R. GRACE HONG KONG LIM

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	68,762,949.				7,137,695.	75,900,644.
2a Current year E&P	1,512,900.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	70,275,849.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year					3,971,224.	
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	11,108,919.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	70,275,849.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	70,275,849.	0.	0.	0.	11,108,919.	81,384,768.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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**SCHEDULE M
(Form 5471)**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE HONG KONG LIMT

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Hong Kong Dollar .128222

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)		35,393.	503,492.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received			90,690.		
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).			509,230.		
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	35,393.	1,103,412.	0.	0.
10 Purchases of stock in trade (inventory)		5,672,733.	14,101,229.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services			611,065.		
14 Commissions paid					
15 Rents, royalties, and license fees paid		202,941.			
16 Dividends paid					
17 Interest paid		2,345.			
18 Add lines 10 through 17	0.	5,878,019.	14,712,294.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

CAA

1 5471M1

NTF 35885

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Statement 1
65-0773649♥ 000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	38,546	4,942
OTHER INCOME	-607,096	-77,842
INTER CORP. OTHER INCOME	707,298	90,690
	-----	-----
Total	138,748	17,790
	=====	=====

000769 09/03/2002
 W. R. GRACE & CO. & SUBSIDIARIES
 W.R. GRACE HONG KONG LIM

Statement 2
 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	2,277,997	292,085
CHARITABLE DEDUCTIONS	3,500	449
ADVERTISING	523,338	67,102
GENERAL STATIONARY AND SU	632,423	81,089
TELEPHONE COMMUNICATIONS	4,407,876	565,178
OPERATING COSTS	1,786,080	229,011
UTILITIES	172,313	22,094
REPAIRS AND MAINTENANCE	162,450	20,829
INSURANCE	416,602	53,417
SERVICE CHARGES	2,933,161	376,090
EXPENSE TRANSFERS	-9,684	-1,242
OTHER DEDUCTIONS	-388,500	-49,813
INTER CORP. - OTHER EXP.	3,748,060	480,576
Total	16,665,616	2,136,865

Statement 3
65-0773649♥ 000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	41,188	36,341
	-----	-----
Total	41,188	36,341
	=====	=====

000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS	879,319	879,593
MISCELLANEOUS INVESTMENTS	274,803	252,756
Total	1,154,122	1,132,349

000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	27,340	9,894
	-----	-----
Total	27,340	9,894
	=====	=====

000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	43,095	40,740
INCOME TAXES PAYABLE	174,610	29,250
ACCRUED CURRENT LIABILITI	1,094,866	775,648
INTER CORPORATE BAL. WITH	-705,388	730,366
Total	607,183	1,576,004

000769 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE HONG KONG LIM

Statement 7
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	66,475	35,505
	-----	-----
Total	66,475	35,505
	=====	=====

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100.000000 %

Filer's tax year beginning 01/01

, 2001

, and ending 12/31

, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

W.R. GRACE SOUTHEAST ASIA

673 NATHAN ROAD, 5 FLOOR

KOWLOON, HONG KONG

b Employer identification number, if any**c Country under whose laws incorporated**

HONG KONG

d Date of incorporation

11/13/81

e Principal place of busn.

HONG KONG

**f Principal business activity
code number**

551112

g Principal business activityOFFICES OF OTHER
HOLDING COMPANIES**h Functional currency**

U.S. Dollar

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States**

NONE

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**JOHNSON, STOKES & MASTER
PRINCE'S BUILDING, 17TH FLOOR
10 CHARTER ROAD, HONG KONG**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	1,014,695	1,014,695

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.Form **5471** (Rev. 5-2001)

Schedule B

100

Schedule C

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	0.
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	0.
	4 Dividends	4	
	5 Interest	5	24,249.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE. STATEMENT. 1	8	15,394.	
9 Total income (add lines 3 through 8)	9	39,643.	
DEDUCTIONS	10 Compensation not deducted elsewhere	10	
	11 Rents, royalties, and license fees	11	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16	-12,956.
17 Total deductions (add lines 10 through 16)	17	-12,956.	
NET INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	52,599.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	52,599.

Form 5471 (Rev. 5-2001)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2			
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	1	984,451.	1,023,006.
2a Trade notes and accounts receivable	2a		
b Less allowance for bad debts	2b	()	()
3 Inventories	3		
4 Other current assets (attach schedule)	4	0.	0.
5 Loans to stockholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule) SEE STATEMENT 3	7	1.	1.
8a Buildings and other depreciable assets	8a		
b Less accumulated depreciation	8b	()	()
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule)	12	0.	0.
13 Total assets	13	984,452.	1,023,007.
Liabilities and Stockholders' Equity			
14 Accounts payable	14	14,044.	
15 Other current liabilities (attach schedule) SEE STATEMENT 4	15	28,992.	28,992.
16 Loans from stockholders and other related persons	16		
17 Other liabilities (attach schedule)	17	0.	0.
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b		
19 Paid-in or capital surplus (attach reconciliation)	19	2,029,390.	2,029,390.
20 Retained earnings	20	-1,087,974.	-1,035,375.
21 Less cost of treasury stock	21	()	()
22 Total liabilities and stockholders' equity	22	984,452.	1,023,007.

Schedule G Other Information

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	52,599.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		
h	Other (attach schedule)	0.	0.
3	Total net additions	0.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	52,599.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	52,599.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	52,599.
Enter exchange rate used for line 5d ▶		1.000000	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	52,599.
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	52,599.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE SOUTHEAST ASIA

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-61,944.	-42,497.			932,542.	828,101.
2a Current year E&P						
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-61,944.	-42,497.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year					52,599.	
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	985,141.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-61,944.	-42,497.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-61,944.	-42,497.	0.	0.	985,141.	880,700.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

**SCHEDULE M
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE SOUTHEAST ASIA

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ U.S. Dollar 1.0000000

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000639 09/04/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE SOUTHEAST ASIA

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	15,394	15,394
	-----	-----
Total	15,394	15,394
	=====	=====

000639 09/04/2002

W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE SOUTHEAST ASIA

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
-----	-----	-----
PROFESSIONAL, CORPORATION	-12,956	-12,956
	-----	-----
Total	-12,956	-12,956
	=====	=====

000639 09/04/2002

W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE SOUTHEAST ASIA

Statement 3

65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7.-- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	1	1
Total	1	1

000639 09/04/2002
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE SOUTHEAST ASIA

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	3,217	3,217
INTER CORPORATE BAL. WITH	25,775	25,775
	-----	-----
Total	28,992	28,992
	=====	=====

000415 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File In Duplicate
(see **When and
Where To File** in the
instructions)

Name of person filing this return

W. R. GRACE & CO. SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. NW - SUITE 300

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01

, 2001

and ending 12/31

, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a** Name and address of foreign corporation

GRACE ERTEKESITO KFT.

1146 BUDAPEST

NAGYBECSKEREK u. 14

b Employer identification number, if any**c** Country under whose laws incorporated
HUNGARY**d** Date of incorporation

05/04/2000

e Principal place of busn.

HUNGARY

f Principal business activity
code number

422600

g Principal business activity
CHEMICAL & ALLIED
PRODUCTS WHOLESALERS**h** Functional currency

Hungarian Forint

2 Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent
(if any) in the United States**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different

NADINE HEGEMANN

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
N/A		

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

CAA

1 54711

NTF 35686

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Form 5471 (Rev. 5-2001)

GRACE ERTEKESITO KFT.

65-0773649

Page 2

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W. R. GRACE & CO.-CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230				
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W. R. GRACE & CO.				

Schedule C **Income Statement** (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	0 . 0 .
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	0 . 0 .
	4 Dividends	4	
	5 Interest	5	
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE. STATEMENT. 1	8	1,179,924 . 4,118 .	
9 Total income (add lines 3 through 8)	9	1,179,924 . 4,118 .	
DEDUCTIONS	10 Compensation not deducted elsewhere	10	6,586,880 . 22,988 .
	11 Rents, royalties, and license fees	11	2,096,037 . 7,315 .
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16	-8,682,917 . -30,302 .
	17 Total deductions (add lines 10 through 16)	17	0 . 1 .
	NET INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18
19 Extraordinary items and prior period adjustments (see instructions)		19	
20 Provision for income, war profits, and excess profits taxes (see instructions)		20	
21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)		21	1,179,924 . 4,117 .

000415 09/03/2002W. R. GRACE & CO. SUBSIDIARIES
GRACE ERTEKESITO KFT.

65-0773649

Form 5471 (Rev. 5-2001)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2			
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	1	26,233.	23,369.
2a Trade notes and accounts receivable	2a		
b Less allowance for bad debts	2b	()	()
3 Inventories	3		
4 Other current assets (attach schedule)	4	0.	0.
5 Loans to stockholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule)	7	0.	0.
8a Buildings and other depreciable assets	8a		
b Less accumulated depreciation	8b	()	()
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule)	12	0.	0.
13 Total assets	13	26,233.	23,369.
Liabilities and Stockholders' Equity			
14 Accounts payable	14		
15 Other current liabilities (attach schedule) SEE STATEMENT 3	15	10,831.	-7,846.
16 Loans from stockholders and other related persons	16	14,127.	14,449.
17 Other liabilities (attach schedule)	17	0.	0.
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b		11,190.
19 Paid-in or capital surplus (attach reconciliation)	19	0.	36.
20 Retained earnings	20	1,275.	5,540.
21 Less cost of treasury stock	21	()	()
22 Total liabilities and stockholders' equity	22	26,233.	23,369.

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GRACE ERTEKESITO KFT.

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Schedule G Other Information

- | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity. | | |

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.	1	1,179,924.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule)	0.	0.
3 Total net additions	0.	
4 Total net subtractions		0.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	1,179,924.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	1,179,924.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	4,118.
Enter exchange rate used for line 5d ►		0.0034900

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|----------------------------------------------------------------------------------------|--------------------------|-------------------------------------|
| | Yes | No |
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE ERTEKESITO KFT.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	363,206.					363,206.
2a Current year E&P	1,179,924.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	1,543,130.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,543,130.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	1,543,130.	0.	0.	0.	0.	1,543,130.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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SCHEDULE M
(Form 5471)
 (Rev. May 2001)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE ERTEKESITO KFT.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Hungarian Forint 0.0034900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services			4,118.		
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	4,118.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			6,000.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649000415 09/03/2002
W. R. GRACE & CO. SUBSIDIARIES
GRACE ERTEKESITO KFT.

Tax Year Ended 12/31/2001

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Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	-2,823	-10
INTER CORP. OTHER INCOME	1,182,747	4,128
Total	1,179,924	4,118

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W. R. GRACE & CO. SUBSIDIARIES
GRACE ERTEKESITO KFT.

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	1,150,073	4,014
ADVERTISING	1,423,414	4,968
GENERAL STATIONARY AND SU	1,478,156	5,159
TELEPHONE COMMUNICATIONS	1,997,118	6,970
OPERATING COSTS	52,666	184
EXPENSE TRANSFERS	-14,784,344	-51,597
Total	-8,682,917	-30,302

♥ 000415 09/03/2002
W. R. GRACE & CO. SUBSIDIARIES
GRACE ERTEKESITO KFT.

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
INTER CORPORATE BAL. WITH	10,831	-7,846
	-----	-----
Total	10,831	-7,846
	=====	=====